



DONELAN CLEARY
WOOD & MASER, P.C.

October 27, 1999

Recordation No. 13962-C

RECORDATION NO. 13962-C

FILED

OCT 27 '99

2-15PM

Dear Mr. Williams:

On behalf of General Electric Capital Corporation (f/k/a General Electric Credit Corporation), I submit for filing and recording under 49 U.S.C. § 11301 (a) and the regulations applicable thereunder, executed counterparts of a secondary document, not previously recorded, entitled Memorandum of Full Termination of Lease of Railroad Equipment ("Full Termination") made as of October 26, 1999.

The party to the enclosed Full Termination is:

General Electric Capital Corporation
(f/k/a General Electric Credit Corporation)
120 Long Ridge Road
Stanford, CT 06927-4000

RELEASING PARTY

The said Full Termination is a complete and total termination of that certain Lease of Railroad Equipment recorded under Recordation No. 13962 and should be recorded under the next available letter under Recordation No. 13962, which letter we believe is "-C."

The equipment covered by the instant Full Termination is all the equipment covered in the aforesaid Lease of Railroad Equipment.

A short summary of the Full Termination to appear in the Surface Transportation Board Index is as follows:

ATTORNEYS AND COUNSELORS AT LAW

1100 New York Avenue, N.W., Suite 750, Washington, D.C. 20005-3934, Tel: 202-371-9500, Fax: 202-371-0900

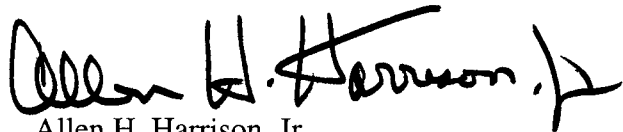
Counterparts to A. H. Williams

"Full and total termination of Lease of Railroad Equipment recorded under
Recordation No. 13962."

Enclosed is a check in the amount of twenty-six dollars in payment of the filing
fee.

Once the filing has been made, please return to bearer the stamped
counterpart(s) of the document not required for filing purposes, together with the
letter/fee receipt from the Surface Transportation Board acknowledging the filing, and the
two extra copies of this letter of transmittal.

Very truly yours,

A handwritten signature in black ink, appearing to read "Allen H. Harrison, Jr.", with a stylized flourish at the end.

Allen H. Harrison, Jr.

*Attorney for General Electric Capital Corporation
(f/k/a General Electric Credit Corporation),
for the purpose of this filing.*

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Enclosures

BYHAND

8209-020

RECORDATION NO. **13962-C**

FILED

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2-15PM

**MEMORANDUM OF FULL TERMINATION
OF LEASE OF RAILROAD EQUIPMENT**

THIS MEMORANDUM OF FULL TERMINATION OF LEASE OF RAILROAD EQUIPMENT is made as of this 26th day of October, 1999 by General Electric Capital Corporation (formerly known as General Electric Credit Corporation) ("GECC").

WHEREAS, by that certain Lease of Railroad Equipment dated as of January 1, 1983 (the "Lease") between The Chesapeake and Ohio Railway Company ("Lessee") and United States Trust Company of New York ("US Trust") as Owner Trustee ("Lessor"), under a Trust Agreement dated as of October 15, 1975 between GECC as Owner and US Trust as Owner-Trustee, Lessor leased certain railcars to Lessee.

WHEREAS, the Lease was recorded with the Interstate Commerce Commission (now the Surface Transportation Board) on February 9, 1983 under recordation number 13962.

WHEREAS, GECC became the successor-in-interest to the Owner Trustee with respect to the Lease.

WHEREAS, THEREFORE, this Memorandum of Full Termination of Lease of Railroad Equipment is recorded for the purpose of officially fully terminating of record in the files of the Surface Transportation Board the aforesaid Lease.

IN WITNESS WHEREOF, the party hereto has executed this Memorandum of Full Termination of Lease of Railroad Equipment as of the date first hereinabove written.

GENERAL ELECTRIC CAPITAL CORPORATION

BY: 

NAME: **R. T. Sturgeon**

TITLE: **Manager-Operations**

STATE OF Conn.)

SS:

COUNTY OF Fairfield)

On this 26th day of October, 1999 before me personally appeared R.T. Surgeon to me personally known, who being by me duly sworn, says that he/she is the mgr - operations of General Electric Capital Corporation, that the foregoing instrument was signed on behalf of General Electric Capital Corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of General Electric Capital Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Margaret Fraioli
Notary Public

My Commission expires:

MARGARET M. FRAIOLI
NOTARY PUBLIC
MY COMMISSION EXPIRES DEC. 31, 2000